

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

RUSKIN DAVIS, derivatively on behalf of
SCYNEXIS, INC.,

Plaintiff,

v.

DAVID ANGULO, ARMANDO ANIDO,
STEVEN C. GILMAN, ANN F. HANHAM,
DAVID HASTINGS, GUY MACDONALD,
IVOR MACLEOD, and BRIAN PHILIPPE
TINMOUTH,

Defendants,

and

SCYNEXIS, INC.,

Nominal Defendant.

Case No.: 2:24-cv-05774-BRM-CLW

MIKE SCHILLING, derivatively on behalf of
SCYNEXIS, INC.,

Plaintiff,

v.

GUY MACDONALD, ARMANDO ANIDO,
STEVEN C. GILMAN, ANN F. HANHAM,
DAVID HASTINGS, BRIAN PHILIPPE
TINMOUTH, DAVID ANGULO, and IVOR
MACLEOD,

Defendants,

and

SCYNEXIS, INC.,

Nominal Defendant.

Case No.: 2:24-cv-06680-BRM-CLW

**STIPULATION AND ~~XXXXXX~~ [PROPOSED] ORDER
CONSOLIDATING RELATED DERIVATIVE ACTIONS,
ACCEPTING SERVICE, AND APPOINTING CO-LEAD COUNSEL**

WHEREAS, on May 1, 2024, Plaintiff Ruskin Davis filed a shareholder derivative action on behalf of Nominal Defendant SCYNEXIS, Inc. (“SCYNEXIS” or the “Company”) in this Court, alleging causes of action for violations of Sections 14(a), 10(b), and 21D, and Rule 14a-9 of the Securities Exchange Act of 1934 (the “Exchange Act”), breach of fiduciary duty, unjust enrichment, aiding and abetting breach of fiduciary duty, and waste of corporate assets against Defendants David Angulo, Armando Anido, Steven C. Gilman, Ann F. Hanham, David Hastings, Guy Macdonald, Ivor Macleod, and Brian Philippe Tinmouth (collectively, the “Individual Defendants,” and together with SCYNEXIS, “Defendants”), captioned *Davis v. Angulo, et al.*, Case No. 2:24-cv-05774-BRM-CLW (the “*Davis* Action”);

WHEREAS, on June 4, 2024, Plaintiff Mike Schilling filed a shareholder derivative action on behalf of SCYNEXIS in this Court, alleging causes of action under Sections 10(b), 20(a), 14(a), and 21D of the Exchange Act, as well as Rules 10b-5 and 14a-9, and breach of fiduciary duty, unjust enrichment, waste of corporate assets, and gross mismanagement against Defendants Guy Macdonald, Armando Anido, Steven C. Gilman, Ann F. Hanham, David Hastings, Brian Philippe Tinmouth, David Angulo, and Ivor Macleod, captioned *Schilling v. Macdonald, et al.*, Case No. 2:24-cv-06680-BRM-CLW (the “*Schilling* Action,” and together with the *Davis* Action, the “Related Derivative Actions”);

WHEREAS, Plaintiffs and Defendants (together, the “Parties”) agree that the Related Derivative Actions challenge substantially similar alleged conduct and involve the same questions of law and fact, and that the administration of justice would best be served by consolidating the Related Derivative Actions;

WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve “a common question of law or fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

WHEREAS, in order to realize the efficiencies made possible by consolidation of the Related Derivative Actions, Plaintiffs agree that Bragar Eagel & Squire, P.C. and The Rosen Law Firm, P.A., the respective resumes of which are attached hereto as Exhibits A and B, shall be designated as Co-Lead Counsel representing Plaintiffs in the Related Derivative Actions;¹

WHEREAS, this stipulation is not a waiver of any of the parties’ rights, remedies, claims, or defenses.

NOW THEREFORE, IT IS HEREBY AGREED AND STIPULATED by and among the Parties, by and through their respective counsel of record, as follows:

1. Defendants’ undersigned counsel hereby accepts service of the complaints filed in the Related Derivative Actions on their behalf.

2. The following actions are hereby consolidated for all purposes, including pre-trial proceedings and trial, under Case No.: 2:24-cv-05774-BRM-CLW (the “Consolidated Action”):

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Davis v. Angulo, et al.,</i>	Case No. 2:24-cv-05774-BRM-CLW	May 1, 2024
<i>Schilling v. Macdonald, et al.,</i>	Case No. 2:24-cv-06680-BRM-CLW	June 4, 2024

3. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

¹ Defendants take no position on the appointment of lead counsel for Plaintiffs.

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

IN RE SCYNEXIS, INC. DERIVATIVE
LITIGATION

This Document Relates To:

ALL ACTIONS

Case No. 2:24-cv-05774-BRM-CLW

(Consolidated with Case No. 2:24-cv-06680-
BRM-CLW)

4. All papers filed in connection with the Consolidated Action will be maintained in one file under C.A. No. 2:24-cv-05774-BRM-CLW. All documents previously filed and/or served in the Related Derivative Actions shall be deemed a part of the record in the Consolidated Action.

5. This Order shall apply to each shareholder derivative action arising out of the same, or substantially the same, transactions or events as these cases, which is subsequently filed in, removed to, reassigned to, or transferred to this Court. When a shareholder derivative action that properly belongs as part of *In re SCYNEXIS, Inc. Derivative Litigation*, Lead Case No. 2:24-cv-05774-BRM-CLW, is hereafter filed in the Court, removed to this Court, reassigned to the Court, or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing, removal, reassignment, or transfer of any case that might properly be consolidated as part of *In re SCYNEXIS, Inc. Derivative Litigation*, Lead Case No. 2:24-cv-05774-BRM-CLW, and counsel are to assist in ensuring that counsel in subsequent actions receive notice of this order. Unless otherwise ordered, the terms of all orders, rulings, and decisions in the Consolidated Action shall apply to all later shareholder derivative actions involving SCYNEXIS filed in this Court.

6. Co-Lead Counsel for plaintiffs for the conduct of the Consolidated Action shall be:

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7. Plaintiffs' Co-Lead Counsel shall have the sole authority to speak for plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

8. Co-Lead Counsel will be responsible for coordinating all activities and appearances on behalf of plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Co-Lead Counsel.

9. Counsel for all Defendants may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs.

10. The parties to the Consolidated Action shall file a proposed schedule within 60 days of the date the Court enters this Order, and Defendants need not respond to the complaints in the Related Derivative Actions or in the Consolidated Action until the date set forth in the Court's ruling on the proposed schedule.

11. This Order is without prejudice to the right of any Defendant to raise any and all arguments or defenses that they or any of them may have, including, but not limited to, those relating to forum, venue, or jurisdiction (except that none of the Defendants will contest the sufficiency of service of process of the complaints in the Related Derivative Actions).

12. This Order is without prejudice to the right of any Plaintiff to raise any and all arguments or claims. By entering into this stipulation, each Plaintiff preserves all claims of any kind.

IT IS SO STIPULATED.

Dated: July 18, 2024

BRAGAR EAGEL & SQUIRE, P.C.

/s/ Lawrence P. Eagel

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*Counsel for Plaintiff Ruskin Davis and
[Proposed] Co-Lead Counsel*

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*Counsel for Plaintiff Mike Schilling and
[Proposed] Co-Lead Counsel*

Dated: July 18, 2024

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/s/ Caroline Pignatelli

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*Counsel for Defendants David Angulo,
Armando Anido, Steven C. Gilman, Ann F.
Hanham, David Hastings, Guy Macdonald,
Ivor Macleod, and Brian Philippe Tinmouth,
and Nominal Defendant SCYNEXIS, Inc.*

SO ORDERED this 19 day of July 2024



HON. BRIAN R. MARTINOTTI
United States District Judge